

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): May 1, 2024

EOS ENERGY ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39291
(Commission
File Number)

84-4290188
(IRS Employer
Identification No.)

3920 Park Avenue
Edison, New Jersey 08820
(Address of principal executive offices, including zip code)
Registrant's telephone number, including area code: (732) 225-8400

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	EOSE	The Nasdaq Stock Market LLC
Warrants, each exercisable for one share of common stock	EOSEW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 1, 2024, the Company held its Annual Meeting of Stockholders. On March 11, 2024, the record date for the annual meeting, 202,984,609 of the Company's common stock were issued and outstanding, of which 153,735,799 were present for the purposes of establishing a quorum.

Proposal 1 – Election of directors

The Class I Directors proposed by management were elected with a tabulation of votes to the nearest share as shown below.

	<u>For</u>	<u>Against</u>	<u>Abstained</u>	<u>Broker Non-Vote</u>
Marian "Mimi" Walters	65,260,521	31,735,193	3,240,858	53,499,227
Jeffrey McNeil	93,407,108	4,198,342	2,631,122	53,499,227

Proposal 2 – Ratification of appointment of independent registered public accounting firm

The ratification of the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2024 fiscal year was approved by stockholders with 151,886,673 shares voted in favor, 931,519 shares voted against and 917,607 shares abstained.

Proposal 3 – Non-binding advisory vote to approve the compensation of named executive officers

The compensation of the named executive officers was approved, on an advisory basis, by stockholders, with 54,726,313 shares voted in favor, 41,020,673 shares voted against, 4,489,586 shares abstained, and broker non-votes totaling 53,499,227.

Proposal 4 – Approval of an amendment to the Company's certificate of incorporation to increase the number of authorized shares of common stock

An amendment to the Company's certificate of incorporation to increase the number of authorized shares of common stock was approved by stockholders, with 136,099,301 shares voted in favor, 16,303,423 shares voted against, and 1,333,075 shares abstained.

Proposal 5 – Approval of an amendment to the Company's Amended and Restated 2020 Incentive Plan

An amendment to the Company's Amended and Restated 2020 incentive plan was approved by stockholders, with 54,579,830 shares voted in favor, 41,955,672 shares voted against, 3,701,070 shares abstained, and broker non-votes totaling 53,499,227.

Item 7.01 Regulation FD Disclosure.

On May 3, 2024, Eos issued a press release announcing the results of its Annual Meeting of Stockholders. A copy of the press release is attached as Exhibit 99.1 to this Report and is hereby incorporated by reference herein.

The information furnished under this Item 7.01 and in the accompanying Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

Exhibit Number	Description of Document
99.1	Press Release dated May 3, 2024
104	Cover page of this Current Report on Form 8-K formatted in Inline XBRL

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EOS ENERGY ENTERPRISES, INC.

Dated: May 3, 2024

By: /s/ Nathan Kroeker

Name: Nathan Kroeker

Title: Chief Financial Officer

For release



Eos Energy Announces Approval of All Proposals at 2024 Annual Stockholder Meeting

EDISON, N.J., May 03, 2024 — Eos Energy Enterprises, Inc. (NASDAQ: EOSE) ("Eos" or the "Company"), a leading provider of safe, scalable, efficient, and sustainable zinc-based long duration energy storage systems, today announced the results of its Annual Stockholders' Meeting, which was conducted virtually.

"We are deeply grateful for the continued support of our stockholders," said Joe Mastrangelo, CEO of Eos. "We are currently working to bring our first state-of-the-art manufacturing line into production during the second quarter as planned, a testament to the dedication and expertise of the talented Eos team. Having all the proxy proposals approved allows us to continue to execute the strategic plan outlined on December 12, 2023."

The Company is pleased to report that stockholders approved the election of Marian "Mimi" Walters and Jeffrey McNeil as Class I directors of Eos Energy Enterprises, Inc., each to serve for three years and until his/her successor has been elected and qualified, or until his/her earlier death, resignation or removal. Their combined experience and strategic vision are critical as the Company scales its operations and pursues its path toward profitability.

Mimi brings a wealth of experience and expertise to Eos, having served as a respected voice in both the state and federal government. Her strategic acumen and industry knowledge provides valuable guidance and networks as Eos navigates governmental policies and opportunities and seeks to expand its presence in the California market.

Jeff's appointment underscores Eos' commitment to operational excellence and strategic growth. With his leadership and extensive operational background, the Company aims to streamline and scale production processes, ensuring efficiency and quality as Eos grows its operations through Project AMAZE.

Eos stockholders voted to ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024, with 99.39% of the participating shares voting in favor.

Eos stockholders voted to approve a non-binding advisory resolution approving the compensation of the named executive officers (more commonly known as "say on pay") with 57.15% of the participating shares voting in favor. The Company plans to implement changes to its long-term incentive plan to better align its compensation of employees with the performance of the Company.

Eos stockholders voted to approve an increase in the authorized shares of common stock of the Company from 300,000,000 to 600,000,000 with 67.04% of all outstanding shares of capital stock entitled to vote in favor. Of those stockholders who voted, 89.30% were in favor of this proposal. The increase in authorized shares allows the Company to have the necessary resources in place

Eos. Positively ingenious.

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to meet corporate needs and maintain financial flexibility to support its strategic outlook plan and long-term objectives.

Eos stockholders voted to approve an amendment to the Company's long-term incentive plan with 56.53% of the participating shares voting in favor. The increase in shares available for the Company's incentive plan will support the Company's on-going efforts to attract and retain the employee talent necessary for the Company to execute on its strategic objectives.

"Our employees are the driving force behind our continued advancement and the ability to recruit and retain top talent is paramount to Eos' continued growth and competitiveness in the market," said Russ Stidolph, Chairman of Eos. "Every full-time employee is an Eos stockholder and by having the ability to offer shares in the Company, we are not only recognizing their individual contributions, but also aligning their interests with those of our broader stockholder community."

The official voting results for each item voted on by stockholders will be disclosed in a report to be filed with the Securities and Exchange Commission.

Eos extends its sincere gratitude to its valued stockholders for their active participation and decisive voting at the Annual Stockholders' Meeting held on May 1, 2024.

About Eos Energy Enterprises

Eos Energy Enterprises, Inc. is accelerating the shift to clean energy with positively ingenious solutions that transform how the world stores power. Our breakthrough Znyth™ aqueous zinc battery was designed to overcome the limitations of conventional lithium-ion technology. Safe, scalable, efficient, sustainable—and manufactured in the U.S—it's the core of our innovative systems that today provide utility, industrial, and commercial customers with a proven, reliable energy storage alternative for 3 to 12-hour applications. Eos was founded in 2008 and is headquartered in Edison, New Jersey. For more information about Eos (NASDAQ: EOSE), visit eose.com.

Contacts

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Forward-Looking Statements / Disclaimer

This press release includes certain statements that may constitute "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions. The words "anticipate," "believe," "continue," "could," "estimate," "expect," "intends," "may," "might," "plan," "possible," "potential," "predict," "project," "should," "would" and similar expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Factors which may cause actual results to differ materially from current expectations include, but are not limited to: changes adversely affecting the business in which we are engaged; our ability to forecast trends accurately; our ability to secure final approval of a loan guarantee from the Department of Energy or the timing and final amount of any loan; our ability

to generate cash, service indebtedness and incur additional indebtedness; our ability to secure financing to continue expansion; our ability to secure grants or other federal, state and local investment; our ability to secure satisfactory intercreditor arrangements or modifications with respect to our existing debt financings; our customer's ability to secure project financing; our ability to develop efficient manufacturing processes to scale and to forecast related costs and efficiencies accurately, and to secure labor; fluctuations in our revenue and operating results; competition from existing or new competitors; the failure to convert firm order backlog and pipeline to revenue; the failure to sufficiently reduce manufacturing costs; inefficient implementation of the Inflation Reduction Act of 2022; the amount of final tax credits available to our customers or to Eos pursuant to the Inflation Reduction Act; risks associated with security breaches in our information technology systems; the risk of a government shutdown as Eos remains in due diligence on its loan application with the U.S. Department of Energy Loan Programs Office or while we await approval and funding of any loan guarantee; risks related to legal proceedings or claims; risks associated with evolving energy policies in the United States and other countries and the potential costs of regulatory compliance; risks associated with changes in federal, state, or local laws; risks associated with potential costs of regulatory compliance; risks associated with changes to U.S. trade policies; risks resulting from the impact of global pandemics, including the novel coronavirus, Covid-19; our ability to maintain the listing of our shares of common stock on NASDAQ; our ability to grow our business and manage growth profitably, maintain relationships with customers and suppliers and retain our management and key employees; risks related to the adverse changes in general economic conditions, including inflationary pressures and increased interest rates; risk from supply chain disruptions and other impacts of geopolitical conflict; changes in applicable laws or regulations; the possibility that Eos may be adversely affected by other economic, business, and/or competitive factors; other factors beyond our control; risks related to adverse changes in general economic conditions and other risks and uncertainties. The forward-looking statements contained in this press release are also subject to additional risks, uncertainties, and factors, including those more fully described in Eos's most recent filings with the Securities and Exchange Commission, including Eos's most recent Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K. Further information on potential risks that could affect actual results will be included in the subsequent periodic and current reports and other filings that Eos makes with the Securities and Exchange Commission from time to time. Moreover, Eos operates in a very competitive and rapidly changing environment, and new risks and uncertainties may emerge that could have an impact on the forward-looking statements contained in this press release. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and, except as required by law, Eos assumes no obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise.

